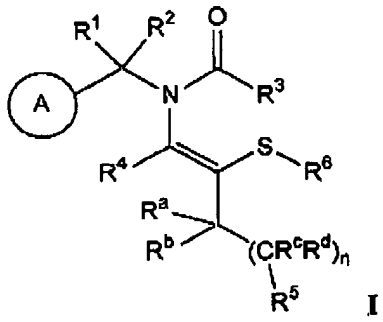
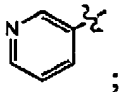
Claim Amendments.

1. (currently amended): A compound of formula **I**:



**I**

or a pharmaceutically acceptable salt, ester, salt of an ester, stereoisomer, enantiomer, ~~isotope,~~ or tautomer thereof, wherein:

ring A is optionally substituted and is  ;

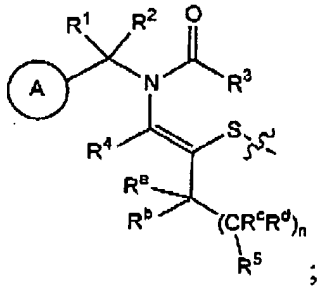
each $R^1$ and $R^2$ is independently H, alkyl, or fluoroalkyl;

$R^3$ is H, alkyl, fluoroalkyl, aralkyl, carbocyclylalkyl, heterocyclyl, carbocyclyl, heterocyclylalkyl, aryl, heteroaryl, heteroaralkyl, -C(O)R, -OR, $-(CH_2)_{1-6}OR$, $-(CH_2)_{1-6}N(R)_2$, $-N(R)_2$, or -C(H)(OR)R;

$R^4$ is H, alkyl, fluoroalkyl, $-CO_2R$, $-CON(R)_2$, carbocyclyl, carbocyclylalkyl, heteroaryl, or heterocyclyl;

$R^5$ is $-OR^7$ or $-NR^8R^9$;

$R^6$ is -C(O)R, -C(S)R, -C=C-C(O)R, -SR, -S-W-$OR^7$, or Y;

Y is  ;

$R^7$ is R°, -C(O)R, -C(O)N(R)$_2$, -C(O)OR, -(CH$_2$)$_{1-6}$-C(O)R, -PO$_3$M$_x$, -P(O)(alkyl)OM', -(PO$_3$)$_2$M$_y$, carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl;

x is 1 or 2;

y is 1, 2 or 3;

each M is independently H, Li, Na, K, Mg, Ca, Mn, Co, Ni, Zn, or alkyl;

M' is H, Li, Na, K, or alkyl;

$R^8$ is H or alkyl;

$R^9$ is H, alkyl, -C(O)R, -C(O)N(R)$_2$, -C(O)OR, -SO$_2$R, -SO$_2$N(R)$_2$, carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl;

each $R^a$ and $R^b$ is independently H, OR°, alkyl, or fluoroalkyl;

each $R^c$ and $R^d$ is independently H, alkyl, or fluoroalkyl;

n is 0-4;

W is alkylene, arylene, heteroarylene, carbocyclylene, or heterocyclylene;

R° is H or alkyl; and

R is R°, carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl.

2. (previously presented) The compound of claim 1, wherein $R^6$ is Y or -SR.

3. (cancelled).

4. (previously presented) The compound of claim 1, wherein:

i) $R^1$, $R^2$ and $R^4$ are independently H, $C_{1-6}$ alkyl or fluoro($C_{1-6}$ alkyl);

ii) $R^3$ is H, alkyl, fluoroalkyl, $-(CH_2)_{1-6}OR$, $-(CH_2)_{1-6}N(R)_2$, -C(O)R, -C(H)(OR)R, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl;

iii) $R^6$ is -C=C-C(O)R, -SR, -S-W-$OR^7$, or Y;

iv) $R^7$ is H, alkyl, -C(O)R, $-PO_3M_x$, $-(PO_3)_2M_y$, -P(O)(alkyl)OM', $-C(O)N(R)_2$, or -C(O)OR; or $R^9$ is H, alkyl, -C(O)R, $-C(O)N(R)_2$, -C(O)OR, $-SO_2R$, 5-membered heterocyclyl, or a 5-membered heteroaralkyl; and

v) n is 1.

5. (previously presented) The compound of claim 4, wherein R is $R^\circ$, carbocyclyl, aryl, heteroaryl, heterocyclyl, aralkyl, heterocyclylalkyl or heteroaralkyl.

6. (previously presented) The compound of claim 5, wherein $R^\circ$ is H or $C_{1-6}$ alkyl optionally substituted with halo, hydroxy or amino.

7. (previously presented) The compound of claim 4, wherein:

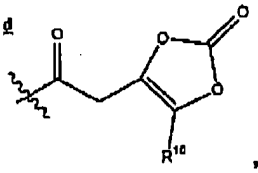
i) ring A is optionally substituted with $-NH_2$, alkyl, $-OC(O)R^\dagger$, halo, $-OR^\dagger$, $-CF_3$, $-OCF_3$, $-SCF_3$, $-SR^\dagger$, $-R^\dagger$, $-NR^\dagger C(O)R^\dagger$, $-CO_2R^\dagger$, $-NO_2$, $-N(R^\dagger)_2$, -CN, $-C(O)R^\dagger$, $-C(O)N(R^\dagger)_2$, $-SO_2N(R^\dagger)_2$, $-NR^\dagger CO_2R^\dagger$, $-C(O)C(O)R^\dagger$, $-OC(O)N(R^\dagger)_2$, $-S(O)_tR^\dagger$, $-C(O)CH_2C(O)R^\dagger$, $-NR^+SO_2R^\dagger$, or $-C(=S)N(R^\dagger)_2$; and $R^\dagger$ is 3-6 membered unsubstituted cycloalkyl, phenyl, benzyl, naphthyl, pyridyl, or $C_{1-6}$ alkyl optionally substituted with halo;

ii) $R^3$ is H, $C_{1-6}$ alkyl, $-(CH_2)_{1-6}OR^\circ$ or $-CH(OR^\circ)R^\circ$;

iii) $R^6$ is -C=C-C(O)R, -SR, -S-W-$OR^7$ or Y; and

iv) $R^8$ is H or $C_{1-6}$ unsubstituted alkyl.

8. (currently amended) The compound of claim 7, wherein $R^7$ or $R^9$ is H, ~~a polysaccharide,~~ or



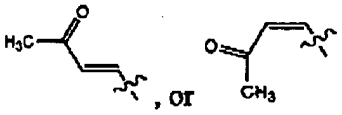
,wherein $R^{10}$ is H, alkyl, or aryl.

9. (currently amended) The compound of claim 7, wherein:

i) $R^1$, $R^2$ and $R^4$ are independently H, methyl, ethyl, $-CH_2F$, $-CHF_2$, or $-CF_3$;

ii) $R^3$ is H, methyl, ethyl, $-CH(OH)CH_3$, $-CH_2OH$, or $-CH_2CH_2OH$;

iii) $R^6$ is –S-( heterocyclylalkyl), ( -S-(unsubstituted $C_{1-6}$ alkyl), Y,

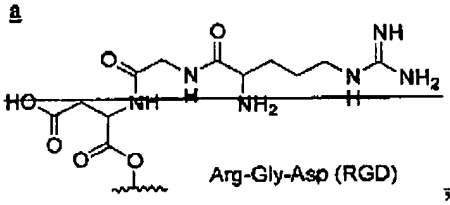


;

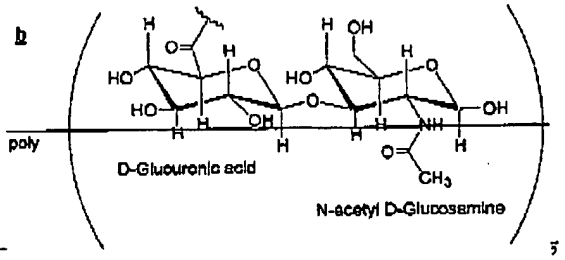
iv) $R^8$ is H, methyl, or ethyl; ~~and~~

v) $R^7$ is H, methyl, ethyl, -C(O)Me, -C(O)Et, -C(O)$NMe_2$, -C(O)-p-OMe-phenyl, -C(O)O-phenyl, $-PO_3H_2$, $-P(O)(OMe)_2$, -P(O)(OMe)OH, -P(O)(Me)OH, or -P(O)(OH)OP(O)(OH)(OH)~~, or $R^{11}$; and $R^{11}$ is selected from the group consisting of:~~

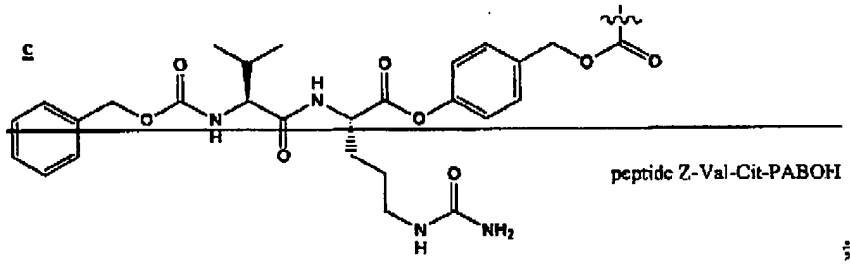
a




b

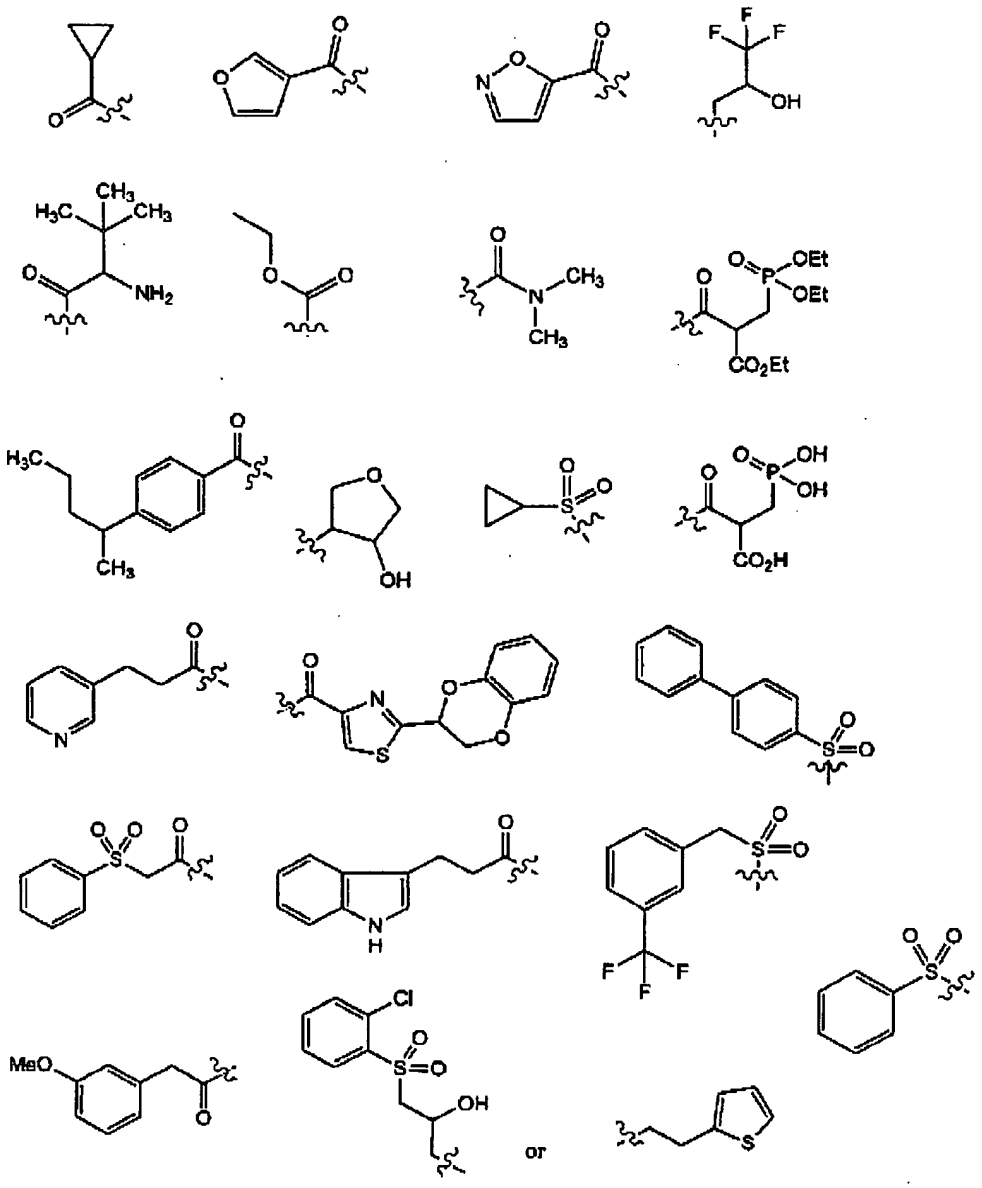



c



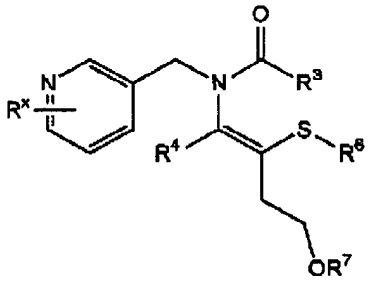

~~; or~~ and

vi) $R^9$ is H, methyl, ethyl, ~~R$^{11}$~~;


or

10. (currently amended) The compound of claim_1, wherein said compound is selected from the group consisting of the compounds of:

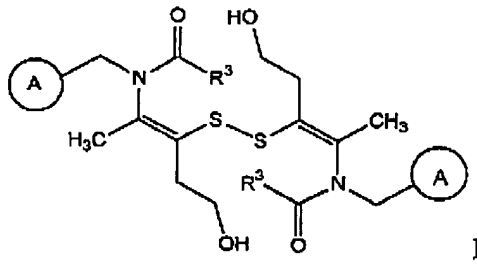
(1) formula **IIa**:



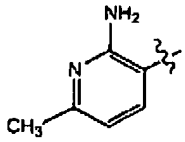
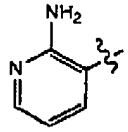
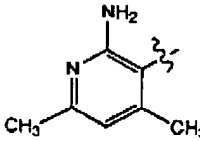
**IIa** ,

where $R^3$ and $R^4$ are independently H or alkyl, $R^6$ is –SR, $R^7$ is R°, and $R^*$ can be the same or different and is selected from the group consisting of alkyl and $NH_2$;

(2) formulae **III**:

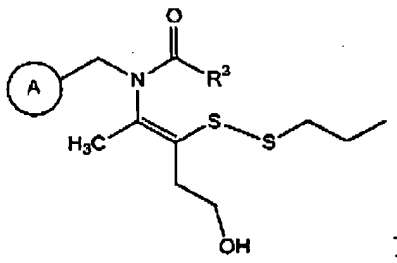


**III**

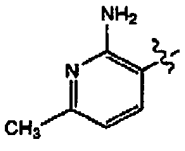
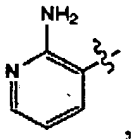
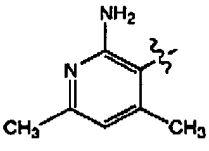
where A is  ,  , or  , and $R^3$ is H or $CH_3$;

and

(3) formulae **IV** :



**IV**

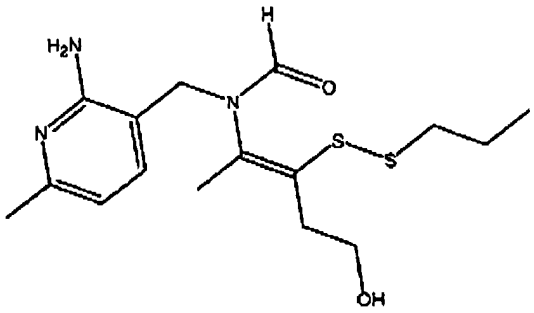
where A is  ,  , or  , and $R^3$ is H or $CH_3$.

11. (previously presented) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

12.-22. (cancelled).

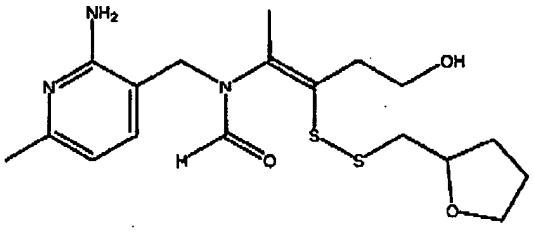
23. (currently amended) A compound of the formula:

(a)



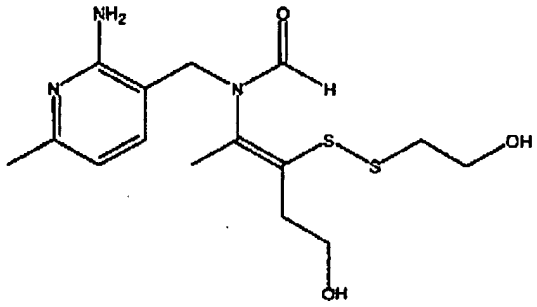
;

(b)



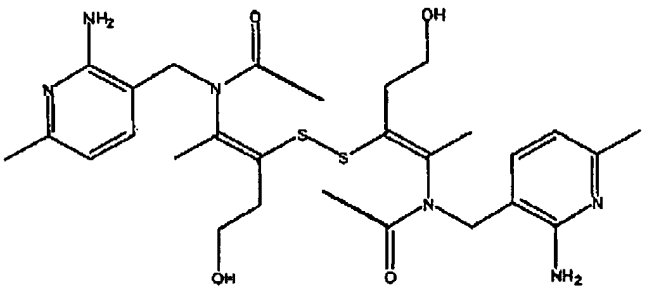
;

(c)



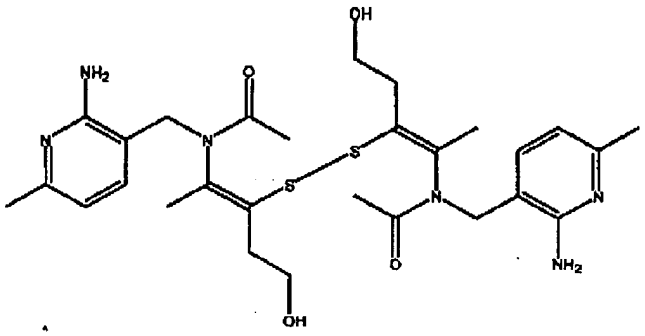
;

(d)



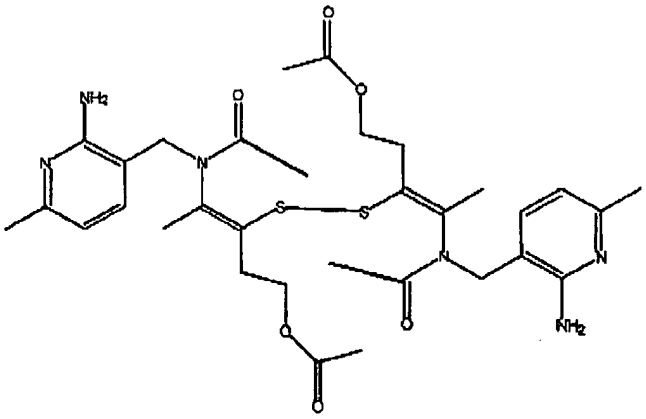
;

(e)

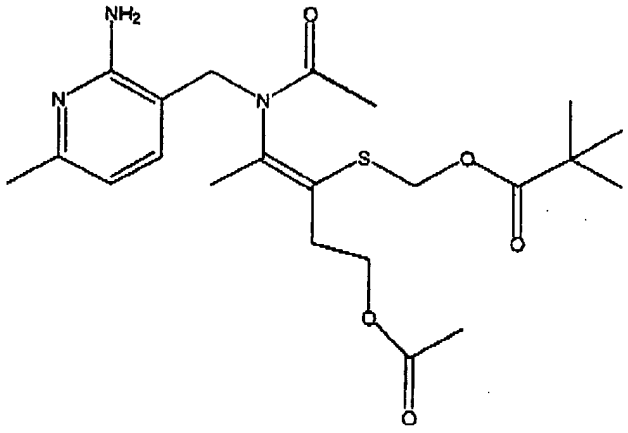


;

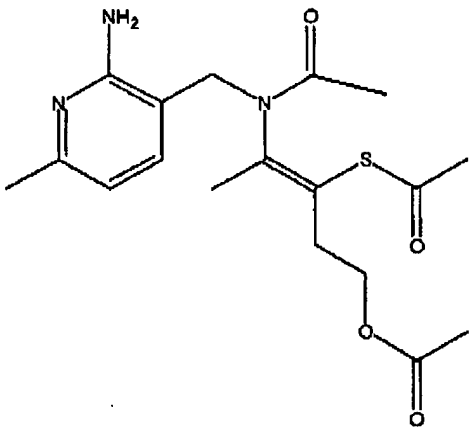
(f)



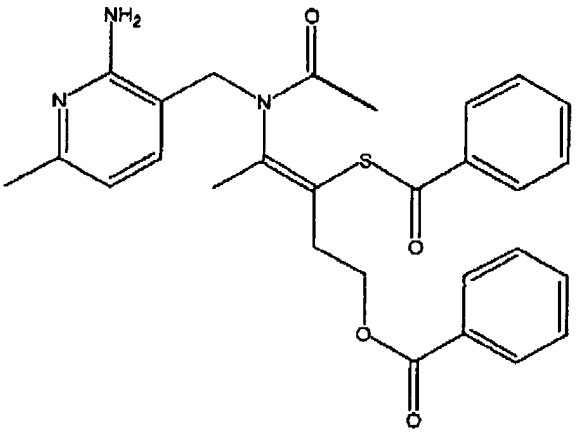
(g)



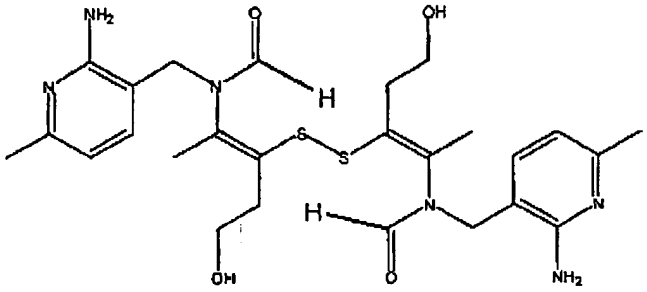
(h)



(i)

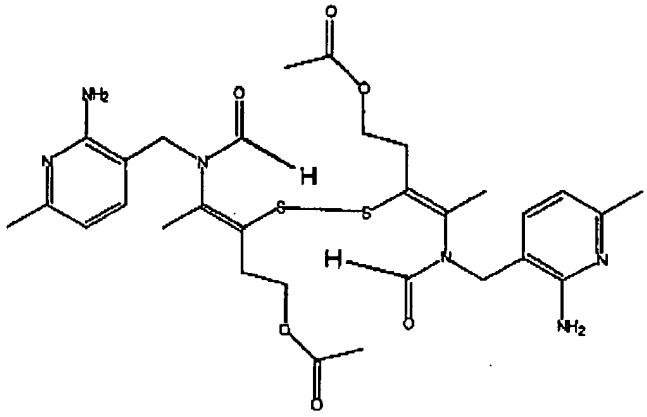


(j)



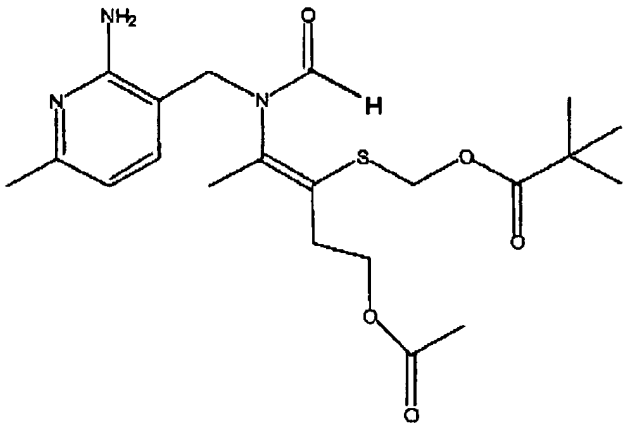
;

(k)



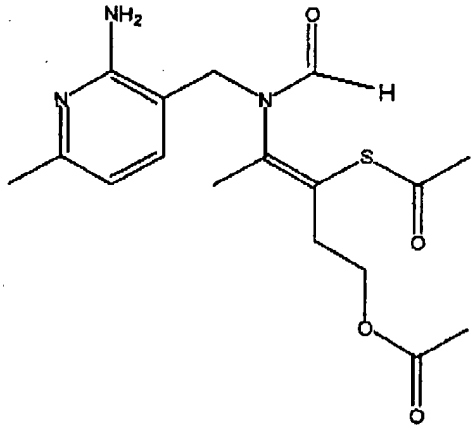
;

(l)



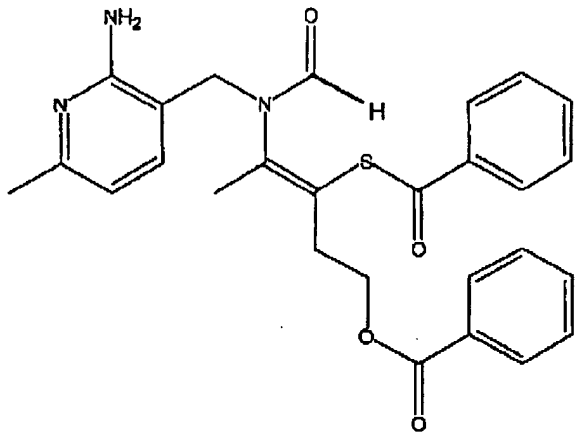
;

(m)



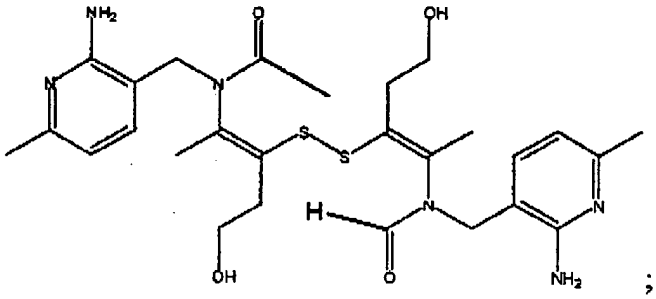
;

(n)



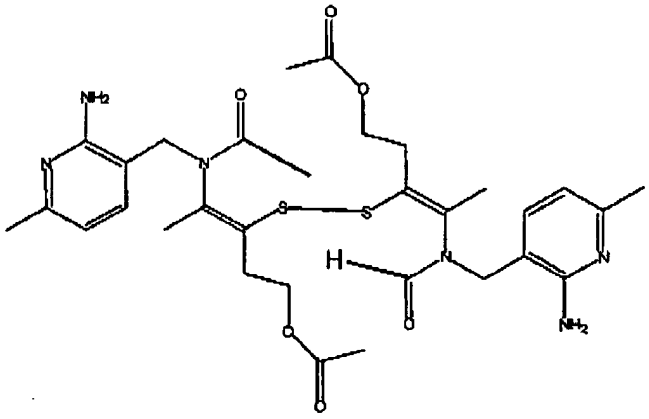
;

(o)



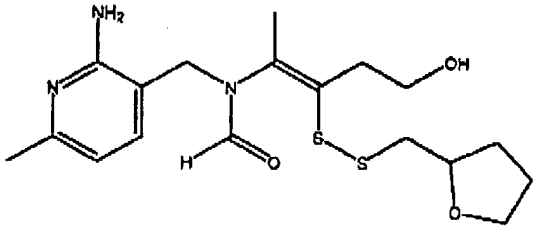
; or

(p)

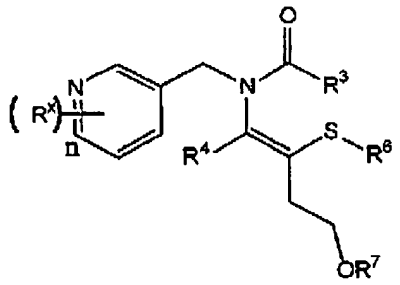


or a pharmaceutically acceptable salt, ester, salt of an ester, stereoisomer, enantiomer, ~~isotope,~~ or tautomer thereof.

24. (previously presented) The compound of claim 23, wherein the compound is:



25. (currently amended) A compound of the formula



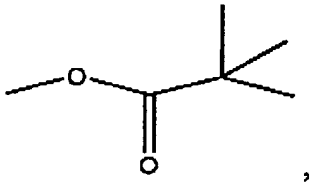
or a pharmaceutically acceptable salt, ester, salt of an ester, stereoisomer, enantiomer, ~~isotope,~~ or tautomer thereof, wherein:

(a) $R^3$ and $R^4$ may each be the same or different to the extent they occur more than once in the compound and are independently H or alkyl;

(b) $R^7$ may be the same or different to the extent it occurs more than once in the compound and is independently R° or -C(O)R, where R° is H or alkyl and R is R°, carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl;

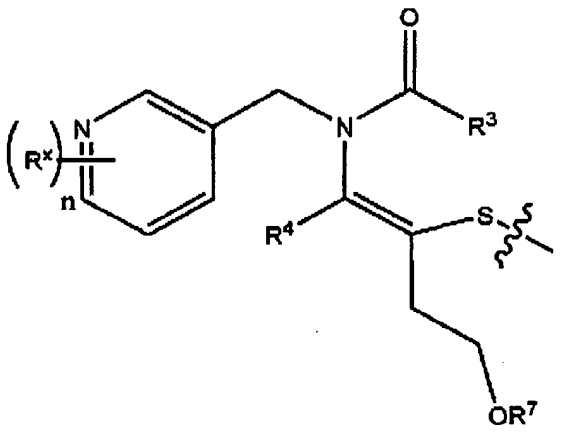
(c) $R^x$ may be the same or different to the extent it occurs more than once in the compound and is independently alkyl or $NH_2$;

(d) $R^6$ is –SR, -C(O)R,



,

or



; and

(e) n is 0, 1, 2, or 3.